

GOODWIN PROCTER LLP
599 Lexington Avenue
New York, New York 10022
(212) 813-8800
Allan S. Brilliant (AB 8455)
Craig P. Druehl (CD 2657)

Attorneys for UGS Corp.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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**NOTICE OF APPEARANCE AND
DEMAND FOR NOTICES AND PAPERS**

PLEASE TAKE NOTICE that the undersigned hereby appears as counsel for UGS Corp. ("UGS") and, pursuant to Federal Rules of Bankruptcy Procedure 2002, 3017(a), 9007, 9010 and 11 U.S.C. § 1109(b), requests that copies of any and all notices, pleadings, motions, orders to show cause, applications, presentments, petitions, memoranda, affidavits, declarations, orders, disclosure statement(s) and plan(s) of reorganization, or other documents, filed or entered in this case, be transmitted to:

Allan S. Brilliant
Craig P. Druehl
GOODWIN PROCTER LLP
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 813-8800
Facsimile: (212) 355-3333
Email: abrilliant@goodwinprocter.com
cdruehl@goodwinprocter.com

PLEASE TAKE FURTHER NOTICE that this request includes not only the notices and papers referred to in the provisions specified above, but also includes orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, facsimile transmission, electronically, or otherwise, that (1) affects or seeks to affect in any way the rights or interests of UGS or any other party in interest in this case, including (a) the above-captioned debtors (collectively, the "Debtors"), (b) property of the Debtors or the Debtors' estates, or proceeds thereof, (c) claims against or interests in the Debtors, (d) other rights or interests of creditors of the Debtors or other parties in interest in this case, or (e) property or proceeds thereof in the possession, custody, or control of UGS or others that the Debtors may seek to use; or (2) requires or prohibits, or seeks to require or prohibit, any act, delivery of any property, payment or other conduct by UGS or any other party in interest.

PLEASE TAKE FURTHER NOTICE that, in accordance with Federal Rule of Bankruptcy Procedure 3017(a), this request also constitutes a request in writing for copies of any disclosure statement or plan filed in these cases.

PLEASE TAKE FURTHER NOTICE that neither this notice of appearance nor any prior or later appearance, pleading, claim, or suit shall waive any right of UGS (1) to have final orders in non-core matters entered only after de novo review by a District Court judge, (2) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) to any other rights, claims,

actions, defenses, setoffs or recoupments, under agreements, in law, in equity, or otherwise, all
of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: New York, New York
January 4, 2006

GOODWIN PROCTER LLP

By: /s/ Allan S. Brilliant
Allan S. Brilliant (AB 8455)
Craig P. Druehl (CD 2657)
599 Lexington Avenue
New York, New York 10022
(212) 813-8800

Attorneys for UGS Corp.